

3-197A004

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ATTORNEYS AT LAW  
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SUITE 200  
WASHINGTON, D.C.

20006-2973

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

RECORDATION NO. 15840-C  
FILED 1425 (202) 393-2266

RECORDATION NO. 15840-B  
FILED 1425 (202) 393-2156

JUL 16 1993 1:25 PM

JUL 16 1993 1:25 PM

July 16, 1993  
INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

JUL 16 1 16 PM '93  
MOTOR OPERATING UNIT

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) duly executed and acknowledged copies of a Memorandum of Assignment of Lessor's Interest in Equipment Lease dated as of July 1, 1993 and a Memorandum of Assignment of Lessor's Interest in Trust Indenture and Security Agreement, also dated as of July 1, 1993, both being secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Memorandum of Equipment Lease dated as of September 1, 1988 and to the Memorandum of Trust Indenture and Security Agreement dated as of September 1, 1988, which were filed with the Commission on September 29, 1988 under Recordation Numbers 15840 and 15840-A, respectively.

The names and addresses of the parties to the enclosed document are:

Equipment Lease Assignment

Old Lessor: Sequa Capital Corporation  
420 Lexington Avenue  
New York, New York 10170

New Lessor: Bushton Company  
1105 North Market Street  
Wilmington, Delaware 19801

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Lessee: Occidental Chemical Corporation  
Occidental Tower  
PO Box 809050  
Dallas, Texas 75380

Trust Indenture Assignment

Old Lessor: Sequa Capital Corporation  
420 Lexington Avenue  
New York, New York 10170

New Lessor: Bushton Company  
1105 North Market Street  
Wilmington, Delaware 19801

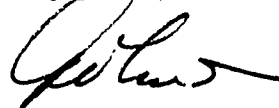
Indenture Trustee: Mercantile-Safe Deposit and Trust Company  
Two Hopkins Plaza  
Baltimore, Maryland 21201

A description of the railroad equipment covered by the enclosed document is attached hereto as Appendix A.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of each of the enclosed documents to Robert W. Alvord, Esq., Alvord and Alvord, 918 - 16th Street, NW, Washington, D.C. 20006.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

INTERSTATE COMMERCE COMMISSION  
MEMORANDUM OF ASSIGNMENT OF LESSOR'S INTEREST IN TRUST INDENTURE  
AND SECURITY AGREEMENT


THIS MEMORANDUM OF ASSIGNMENT OF LESSOR'S INTEREST IN TRUST INDENTURE AND SECURITY AGREEMENT is made and entered into as of the 1st day of July, 1993, by and between Mercantile-Safe Deposit and Trust Company ("Indenture Trustee"), as secured party, having its principal offices at Two Hopkins Plaza, Baltimore, Maryland 21201, and Bushton Company ("New Lessor"), as debtor, having its principal offices at 1105 North Market Street, Wilmington, Delaware 19801:

WITNESSETH:

Pursuant to a Trust Indenture and Security Agreement dated as of September 1, 1988 (the "Indenture"), Sequa Capital Corporation ("Old Lessor") has granted Indenture Trustee a security interest in all of its right, title and interest in the equipment described in Appendix A (the "Equipment") and in that certain Equipment Lease Agreement, dated as of September 1, 1988 (the "Lease"), by and between Old Lessor and Occidental Chemical Corporation, which Lease covers the Equipment. Pursuant to an Assignment and Assumption Agreement, New Lessor has assumed all of Old Lessor's rights and obligations under the Indenture and the Lease.

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum as of the day and year first above written.

BUSHTON COMPANY

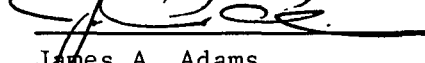
By:   
Name: Donald J. Clayton  
Title: Assistant Treasurer

ATTEST:

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, as Indenture  
Trustee

SEAL

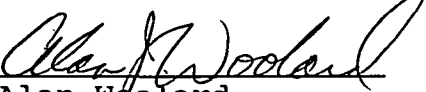
  
Corporate Trust Officer

By:   
Name: James A. Adams  
Title: Assistant Vice President

Agreed and Accepted:

SEQUA CAPITAL CORPORATION

By:

  
Name: Alan Woolard

Title: Senior Vice President

State of Maryland )  
 ) ss:  
City of Baltimore )

BEFORE ME, the undersigned notary, on this day personally appeared James Adams, to me personally known or so proven to be, who being by me duly sworn, says that he/she is a Asst. V. Pres. of Mercantile-Safe Deposit and Trust Company, a Maryland banking corporation ("Indenture Trustee"), that the above Memorandum of Assignment of Lessor's Interest in Trust Indenture and Security Agreement was signed on behalf of the Indenture Trustee by authority of the Board of Directors of Indenture Trustee and he/she acknowledged that the execution of the foregoing Memorandum of Assignment of Lessor's Interest in Trust Indenture and Security Agreement was the free act and deed of the said Indenture Trustee.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this \_\_\_\_ day of July, 1993

[Seal]

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

9/25/94

State of Pa. )  
County of Allegheny ) ss:

BEFORE ME, the undersigned notary, on this day personally appeared Donald J. Clayton, to me personally known or so proven to be, who being by me duly sworn, says that he/she is a partner of Bushton Company ("New Lessor"), that the above Memorandum of Assignment of Lessor's Interest in Trust Indenture and Security Agreement was signed on behalf of the Lessor by authority of the Board of Directors of New Lessor and he/she acknowledged that the execution of the foregoing Memorandum of Trust Indenture and Security Agreement was the free act and deed of the said New Lessor.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 13<sup>th</sup> day of July, 1993

[Seal]

Virginia A. Lewis  
Notary Public

My Commission Expires:

Notarial Seal  
Virginia A. Lewis, Notary Public  
Pittsburgh, Allegheny County  
My Commission Expires March 30, 1995  
Member, Pennsylvania Association of Notaries

State of *New York* ,  
County of *New York* } ss:

BEFORE ME, the undersigned notary, on this day personally appeared Alan Woolard, to me personally known or so proven to be, who, being by me duly sworn, says that he is the Senior Vice President of Sequa Capital Corporation, a New York corporation ("Old Lessor"), that the above Memorandum of Assignment of Lessor's Interest in Equipment Lease was signed on behalf of the Old Lessor by authority of the Board of Directors of Old Lessor and he acknowledged that the execution of the foregoing Memorandum of Assignment of Lessor's Interest in Equipment Lease was the free act and deed of said Old Lessor.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 15<sup>th</sup> day of July, 1993

[Seal]

*Marjorie Neidelman*  
Notary Public

My Commission Expires:

9/30/94

MARJORIE NEIDELMAN  
Notary Public, State of New York  
No. 31-4759293  
Qualified in New York County  
Commission Expires September 30, 1994

Appendix A

Description of Railcars

<u>Description</u>	<u>No. of Units</u>	<u>Type of Equipment</u>	<u>Identification Marks</u>
17,368 gallon nominal capacity liquid chlorine tank cars	250	DOT105A500W	HOKX132001- 132250
17,368 gallon nominal capacity liquid chlorine tank cars	82	DOT105A500W	HOKX132301- 132382
17,360 gallon nominal capacity liquid chlorine tank cars	34	DOT105A500W	HOKX132251- 132284
16,000 gallon nominal capacity general purpose tank cars	150	DOT111A100W1	HOKX111151- 111300
16,000 gallon nominal capacity general purpose tank cars	57	DOT111A100W3	HOKX111001- 111057
16,000 gallon nominal capacity general purpose tank cars	92	DOT111A100W3	HOKX111059- 111150